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*Special Counsel to the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In Re</b>	: Chapter 11
<b>MOTORS LIQUIDATION COMPANY (f/k/a</b>	: Case No. 09-50026 (REG)
General Motors Corp.), et al.,	: (Jointly Administered)
Debtors.	: Hon. Robert E. Gerber
	: -----x

**STIPULATION TO ADJOURN MOTION  
FOR ENTRY OF ORDER AUTHORIZING REJECTION OF  
CERTAIN PERSONAL PROPERTY AGREEMENTS AND/OR  
ABANDONMENT OF COLLATERAL TO SECURED CREDITORS**

Motors Liquidation Company (f/k/a General Motors Corporation) and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), General Electric Capital Corporation (for purposes hereof General Electric Capital Corporation together with any trust with respect to which General Electric Capital Corporation has a beneficial interest and any affiliate of General Electric Capital Corporation, which leases any personal property to the Debtors, shall be collectively referred to herein as, “**GECC**”), and Wells Fargo Bank Northwest, National Association, not individually,

but solely in its capacity as indenture trustee (the “**Indenture Trustee**” and together with the Debtors and GECC, the “**Parties**”), by their counsel, agree as follows:

1. The Indenture Trustee has filed an objection to Debtors’ *Motion for Entry of Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors* filed on July 17, 2009 (Docket No. 3212) (the “**Rejection Motion**”).
2. An *Order Authorizing Rejection of Certain Personal Property Agreements and/or Abandonment of Collateral to Secured Creditors* has been entered by this Court adjourning the hearing to consider the Rejection Motion with respect to GM 2001 A-6 (the “**2001 A-6 Agreement**”) until August 18, 2009 at 9:45 a.m.
3. The Parties have agreed to further adjourn the hearing to consider the Rejection Motion with respect to the 2001 A-6 Agreement until **September 14, 2009 at 9:45 a.m. (Eastern Time)** (the “**Hearing**”).
4. The Parties further agree that if the relief sought by the Rejection Motion in respect of the 2001 A-6 Agreement is granted on or before the conclusion of the Hearing (and any continuances thereof ordered by the Court), such relief will be *nunc pro tunc* to July 31, 2009 and all parties in interest will be deemed to have waived all claims for adequate protection and/or administrative rent for the period after July 31, 2009 through the time such relief is granted.

**STIPULATED AND AGREED**

Dated: August 14, 2009

HONIGMAN MILLER SCHWARTZ AND COHN LLP, Attorneys for the Debtors and Debtors in Possession

/s/ Donald F. Baty, Jr.

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LATHAM & WATKINS LLP, Attorneys for General Electric Capital Corporation and its affiliates

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MILBANK, TWEED, HADLEY & McCLOY LLP, Attorneys for Wells Fargo Bank Northwest, National Association, as Indenture Trustee

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**STIPULATED AND AGREED**

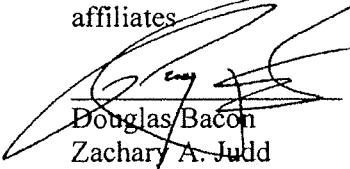
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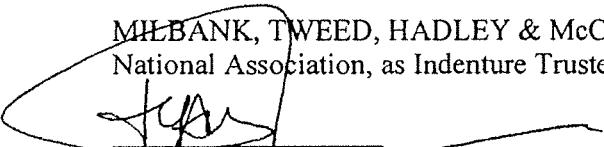
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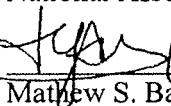
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